

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-23538 (RDD)
Debtors.	)	(Jointly Administered)

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC, AS  
ADMINISTRATIVE AGENT TO THE DEBTORS, FOR THE  
PERIOD FROM AUGUST 1, 2019 THROUGH AUGUST 31, 2019**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative agent to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from August

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<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1, 2019 through August 31, 2019 (the “**Statement Period**”). In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$150,629.50 and payment of \$120,503.60, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$2,160.76. In support of the Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Agent Services to:	Debtors and Debtors in Possession
Date of Retention:	November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	August 1, 2019 through August 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$150,629.50 <sup>2</sup>
80% of compensation sought as actual, reasonable and necessary:	\$120,503.60
Amount of expense reimbursement sought as actual, reasonable and necessary	\$2,160.76

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<sup>2</sup> In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

**Prior Monthly Statements**

<b>Date Filed; Docket No.</b>	<b>Period Covered</b>	<b>Requested</b>		<b>Approved</b>		<b>Holdback (20%)</b>
		<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>	
4/15/19; Docket No. 3193	10/15/18 – 11/30/18; 2/1/19 – 3/31/19	\$6,493.55 (payment of 80% or \$5,194.84)	\$0.00	\$5,194.84 (80% of \$6,493.55)	\$0.00	\$1,298.71
5/23/19; Docket No. 4013	4/1/19 – 4/30/19	\$2,223.55 (payment of 80% or \$1,778.84)	\$0.00	\$1,778.84 (80% of \$2,223.55)	\$0.00	\$444.71
6/28/18; Docket No. 4393	5/1/19 – 5/31/19	\$14,577.85 (payment of 80% or \$11,662.28)	\$0.00	\$11,662.28 (80% of \$14,577.85)	\$0.00	\$2,915.57
7/30/19; Docket No. 4654	6/1/19 – 6/30/19	\$8,266.65 (payment of 80% or \$6,613.32)	\$0.00	\$6,613.32 (80% of \$8,266.65)	\$0.00	\$1,653.33
8/30/19; Docket No. 5039	7/1/19 – 7/31/19	\$207,219.25 (payment of 80% or \$165,775.40)	\$1,149.47	\$165,775.40 (80% of \$207,219.25)	\$1,149.47	\$41,443.85

**Prior Interim Applications**

<b>Date Filed; Docket No.</b>	<b>Period Covered</b>	<b>Requested</b>		<b>Approved</b>	
		<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
4/15/19; Docket No. 3196	10/15/18 – 2/28/19	\$981.75	\$0.00	\$981.75	\$0.00
8/14/19; Docket No. 4840	3/1/19 – 6/30/19	\$30,579.85	\$0.00	TBD <sup>3</sup>	\$0.00
<b>Total</b>		<b>\$31,561.60</b>	<b>\$0.00</b>	<b>\$981.75</b>	<b>\$0.00</b>

<sup>3</sup> The objection deadline with respect to the interim fee application filed at Docket No. 4840 was September 16, 2019 at 4:00 p.m. (ET). No formal or informal objections or responses have been received. A hearing thereon is scheduled for October 23, 2019 at 10:00 a.m. (ET).

**Summary of Hours Billed by Prime Clerk Employees During the Statement Period**

Employee Name	Title	Total Hours	Rate	Total
Johnson, Craig	Director of Solicitation	30.70	\$240.00	\$7,368.00
Pullo, Christina	Director of Solicitation	2.20	\$240.00	\$528.00
Sharp, David	Director of Solicitation	1.00	\$240.00	\$240.00
Adler, Adam M	Director	0.40	\$220.00	\$88.00
Jaffar, Amrita C	Director	0.20	\$220.00	\$44.00
Weiner, Shira D	Director	1.50	\$220.00	\$330.00
Bishop, Brandon N	Director	6.10	\$210.00	\$1,281.00
Andrade, Raul F	Solicitation Consultant	80.20	\$215.00	\$17,243.00
Brito, Joshua J	Solicitation Consultant	48.20	\$215.00	\$10,363.00
Brown, Mark M	Solicitation Consultant	29.10	\$215.00	\$6,256.50
Cerro, Angela M	Solicitation Consultant	10.20	\$215.00	\$2,193.00
Chan, Anita	Solicitation Consultant	9.00	\$215.00	\$1,935.00
Charles, Robin A	Solicitation Consultant	16.20	\$215.00	\$3,483.00
Chen, Isabella Hong	Solicitation Consultant	2.50	\$215.00	\$537.50
Crowell, Messiah L	Solicitation Consultant	9.30	\$215.00	\$1,999.50
De Souza, Delicia	Solicitation Consultant	6.70	\$215.00	\$1,440.50
DePalma, Greg R	Solicitation Consultant	60.80	\$215.00	\$13,072.00
Diaz, Melissa	Solicitation Consultant	39.40	\$215.00	\$8,471.00
Dominguez, Jean-Pierre	Solicitation Consultant	39.10	\$215.00	\$8,406.50
Grant, Nikeisha Ann-Marie	Solicitation Consultant	13.90	\$215.00	\$2,988.50
Henegan, Nazir	Solicitation Consultant	1.40	\$215.00	\$301.00
Hunter, Yovonda B	Solicitation Consultant	40.30	\$215.00	\$8,664.50
Jarret, Kristen D.	Solicitation Consultant	16.20	\$215.00	\$3,483.00
Jones, Shunte Monique	Solicitation Consultant	6.30	\$215.00	\$1,354.50
Kaufman, Craig M	Solicitation Consultant	0.60	\$215.00	\$129.00
Kesler, Stanislav	Solicitation Consultant	125.20	\$215.00	\$26,918.00
Labissiere, Pierre	Solicitation Consultant	79.60	\$215.00	\$17,114.00
Liu, Calvin L	Solicitation Consultant	9.80	\$215.00	\$2,107.00
Lonergan, Senan L	Solicitation Consultant	1.40	\$215.00	\$301.00
Ma, Sharon	Solicitation Consultant	5.80	\$215.00	\$1,247.00
Orchowski, Alex T	Solicitation Consultant	12.00	\$215.00	\$2,580.00
Pierce, Adrian J	Solicitation Consultant	14.40	\$215.00	\$3,096.00
Reyes, Erica D	Solicitation Consultant	32.20	\$215.00	\$6,923.00
Sandoval, Melania M	Solicitation Consultant	22.30	\$215.00	\$4,794.50
Shigarev, Richard	Solicitation Consultant	88.30	\$215.00	\$18,984.50
Tall, Babacar	Solicitation Consultant	80.60	\$215.00	\$17,329.00
Vyskocil, Ryan J	Solicitation Consultant	5.80	\$215.00	\$1,247.00
Walsh, Mike P	Solicitation Consultant	1.60	\$215.00	\$344.00
Yan, Raymond	Solicitation Consultant	10.00	\$215.00	\$2,150.00
Ye, Jing Wei	Solicitation Consultant	16.00	\$215.00	\$3,440.00

Zambrano, Jose Brian	Solicitation Consultant	10.70	\$215.00	\$2,300.50
Washington, Sedahri K	Consultant	0.40	\$175.00	\$70.00
Senecal, Brian A	Technology Consultant	1.60	\$70.00	\$112.00
Gomez, Christine	Technology Consultant	2.80	\$55.00	\$154.00
Lim, Rachel	Technology Consultant	8.80	\$55.00	\$484.00
Singh, Kevin	Technology Consultant	17.80	\$55.00	\$979.00
Conteh, Omaru	Technology Consultant	4.50	\$45.00	\$202.50
Reyes, Ronald A	Technology Consultant	2.40	\$45.00	\$108.00
	<b>TOTAL</b>	<b>1,025.50</b>		<b>\$215,185.00<sup>4</sup></b>
	<b>BLENDED RATE</b>		<b>\$209.83</b>	

**Summary of Fees Billed by Subject Matter During the Statement Period**

<b>Matter Description</b>	<b>Total Hours</b>	<b>Total</b>
Ballots	877.50	\$182,613.00
Call Center / Credit Inquiry	62.30	\$13,427.00
Disbursements	1.20	\$258.00
Retention / Fee Application	2.40	\$510.00
Solicitation	82.10	\$18,377.00
<b>TOTAL</b>	<b>1,025.50</b>	<b>\$215,185.00<sup>5</sup></b>

**Summary of Expenses Incurred by Prime Clerk Employee During the Statement Period**

<b>Description</b>	<b>Total</b>
After Hours Transportation	\$1,737.52
Overtime Meals	\$423.24
<b>TOTAL</b>	<b>\$2,160.76</b>

*[Remainder of page intentionally left blank]*

<sup>4, 5</sup> This amount has been discounted to \$150,629.50 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$146.88.

### **Jurisdiction**

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

### **Background**

2. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On April 22, 2019, the Court entered an order appointing an independent fee examiner [Docket No. 3307].

### **Retention of Prime Clerk**

3. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and retain Prime Clerk as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

**Relief Requested**

4. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

5. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$150,629.50 and payment of \$120,503.60, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$2,160.76.

6. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Prime Clerk employee during the Statement Period, if any. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

**Notice**

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

**Conclusion**

9. WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$150,629.50 and payment of \$120,503.60, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$2,160.76.

Dated: September 27, 2019  
New York, New York

Prime Clerk LLC

/s/ Shira D. Weiner  
Shira D. Weiner  
General Counsel  
One Grand Central Place  
60 East 42<sup>nd</sup> Street, Suite 1440  
New York, NY 10165  
Telephone: (212) 257-5450  
Email: [sweiner@primeclerk.com](mailto:sweiner@primeclerk.com)

*Administrative Agent to the Debtors*

**Exhibit A**

**Fee Detail**



One Grand Central Place  
60 East 42nd Street, Suite 1440  
New York, NY 10165

primeclerk.com

### Hourly Fees by Employee through August 2019

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
OC	Conteh, Omaru	TC - Technology Consultant	4.50	\$45.00	\$202.50
RAR	Reyes, Ronald A	TC - Technology Consultant	2.40	\$45.00	\$108.00
CG	Gomez, Christine	TC - Technology Consultant	2.80	\$55.00	\$154.00
RLI	Lim, Rachel	TC - Technology Consultant	8.80	\$55.00	\$484.00
KS	Singh, Kevin	TC - Technology Consultant	17.80	\$55.00	\$979.00
BAS	Senecal, Brian A	TC - Technology Consultant	1.60	\$70.00	\$112.00
SKW	Washington, Sedahri K	CO - Consultant	0.40	\$175.00	\$70.00
BNB	Bishop, Brandon N	DI - Director	6.10	\$210.00	\$1,281.00
JJB	Brito, Joshua J	SA - Solicitation Consultant	48.20	\$215.00	\$10,363.00
ACC	Chan, Anita	SA - Solicitation Consultant	9.00	\$215.00	\$1,935.00
IHC	Chen, Isabella Hong	SA - Solicitation Consultant	2.50	\$215.00	\$537.50
MMD	Diaz, Melissa	SA - Solicitation Consultant	39.40	\$215.00	\$8,471.00
NAMG	Grant, Nikeisha Ann-Marie	SA - Solicitation Consultant	13.90	\$215.00	\$2,988.50
NHE	Henegan, Nazir	SA - Solicitation Consultant	1.40	\$215.00	\$301.00
SMJ	Jones, Shunte Monique	SA - Solicitation Consultant	6.30	\$215.00	\$1,354.50
SHMA	Ma, Sharon	SA - Solicitation Consultant	5.80	\$215.00	\$1,247.00
MMS	Sandoval, Melania M	SA - Solicitation Consultant	22.30	\$215.00	\$4,794.50
MPW	Walsh, Mike P	SA - Solicitation Consultant	1.60	\$215.00	\$344.00
RY	Yan, Raymond	SA - Solicitation Consultant	10.00	\$215.00	\$2,150.00
JWY	Ye, Jing Wei	SA - Solicitation Consultant	16.00	\$215.00	\$3,440.00
JBZ	Zambrano, Jose Brian	SA - Solicitation Consultant	10.70	\$215.00	\$2,300.50
RFA	Andrade, Raul F	SA - Solicitation Consultant	80.20	\$215.00	\$17,243.00
AMC	Cerro, Angela M	SA - Solicitation Consultant	10.20	\$215.00	\$2,193.00
RCH	Charles, Robin A	SA - Solicitation Consultant	16.20	\$215.00	\$3,483.00
DDS	De Souza, Delicia	SA - Solicitation Consultant	6.70	\$215.00	\$1,440.50

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JPD	Dominguez, Jean-Pierre	SA - Solicitation Consultant	39.10	\$215.00	\$8,406.50
YBH	Hunter, Yovonda B	SA - Solicitation Consultant	40.30	\$215.00	\$8,664.50
KJA	Jarret, Kristen D.	SA - Solicitation Consultant	16.20	\$215.00	\$3,483.00
AJP	Pierce, Adrian J	SA - Solicitation Consultant	14.40	\$215.00	\$3,096.00
EDR	Reyes, Erica D	SA - Solicitation Consultant	32.20	\$215.00	\$6,923.00
RSH	Shigarev, Richard	SA - Solicitation Consultant	88.30	\$215.00	\$18,984.50
BATA	Tall, Babacar	SA - Solicitation Consultant	80.60	\$215.00	\$17,329.00
MMB	Brown, Mark M	SA - Solicitation Consultant	29.10	\$215.00	\$6,256.50
MLC	Crowell, Messiah L	SA - Solicitation Consultant	9.30	\$215.00	\$1,999.50
GRD	DePalma, Greg R	SA - Solicitation Consultant	60.80	\$215.00	\$13,072.00
CMKK	Kaufman, Craig M	SA - Solicitation Consultant	0.60	\$215.00	\$129.00
STK	Kesler, Stanislav	SA - Solicitation Consultant	125.20	\$215.00	\$26,918.00
PL	Labissiere, Pierre	SA - Solicitation Consultant	79.60	\$215.00	\$17,114.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	9.80	\$215.00	\$2,107.00
SLL	Lonergan, Senan L	SA - Solicitation Consultant	1.40	\$215.00	\$301.00
ATO	Orchowski, Alex T	SA - Solicitation Consultant	12.00	\$215.00	\$2,580.00
RJV	Vyskocil, Ryan J	SA - Solicitation Consultant	5.80	\$215.00	\$1,247.00
AMA	Adler, Adam M	DI - Director	0.40	\$220.00	\$88.00
ACJ	Jaffar, Amrita C	DI - Director	0.20	\$220.00	\$44.00
SW	Weiner, Shira D	DI - Director	1.50	\$220.00	\$330.00
CJ	Johnson, Craig	DS - Director of Solicitation	30.70	\$240.00	\$7,368.00
CP	Pullo, Christina	DS - Director of Solicitation	2.20	\$240.00	\$528.00
DS	Sharp, David	DS - Director of Solicitation	1.00	\$240.00	\$240.00
<b>TOTAL:</b>			<b>1025.50</b>		<b>\$215,185.00</b>

**Hourly Fees by Task Code through August 2019**

<b><u>Task Code</u></b>	<b><u>Task Code Description</u></b>	<b><u>Hours</u></b>	<b><u>Total</u></b>
BALL	Ballots	877.50	\$182,613.00
DISB	Disbursements	1.20	\$258.00
INQR	Call Center / Credit Inquiry	62.30	\$13,427.00

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RETN	Retention / Fee Application	2.40	\$510.00
SOLI	Solicitation	82.10	\$18,377.00
<b>TOTAL:</b>		<b>1025.50</b>	<b>\$215,185.00</b>

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**Time Detail**

<b><u>Date</u></b>	<b><u>Emp</u></b>	<b><u>Title</u></b>	<b><u>Description</u></b>	<b><u>Task</u></b>	<b><u>Hours</u></b>
08/01/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	1.10
08/01/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	2.20
08/01/19	ATO	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.80
08/01/19	BATA	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/01/19	CLL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.80
08/01/19	DDS	SA	Quality assurance review of incoming ballots	Ballots	1.10
08/01/19	DS	DS	Review and quality control solicitation inquiry requests	Call Center / Credit Inquiry	0.70
08/01/19	EDR	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/01/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	5.20
08/01/19	IHC	SA	Record receipt and timeliness of incoming ballots	Ballots	1.00
08/01/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	7.90
08/01/19	JPD	SA	Review and analyze incoming ballots for validity	Ballots	8.20
08/01/19	KJA	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/01/19	KS	SA	Technical support for processing ballots	Ballots	2.60
08/01/19	MMB	SA	Quality assurance review of incoming ballots	Ballots	2.60
08/01/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	4.10
08/01/19	MMD	SA	Quality assurance review of ballot intake procedures and processing	Ballots	4.80
08/01/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	2.10
08/01/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	5.20
08/01/19	NAMG	SA	Record receipt and timeliness of incoming ballots	Ballots	7.00
08/01/19	NHE	SA	Record receipt and timeliness of incoming ballots	Ballots	0.80
08/01/19	PL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	3.70
08/01/19	PL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.40
08/01/19	PL	SA	Update master ballot tabulation database	Ballots	1.30
08/01/19	PL	SA	Respond to nominee inquiries related to solicitation	Call Center / Credit Inquiry	1.50
08/01/19	PL	SA	Quality assurance review of incoming ballots	Ballots	2.80
08/01/19	PL	SA	Review and analyze incoming ballots for validity	Ballots	2.20

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08/01/19	RAR	TC	Technical support for updating ballot information	Ballots	1.20
08/01/19	RCH	SA	Review and analyze incoming ballots for validity	Ballots	8.20
08/01/19	RFA	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/01/19	RJV	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.50
08/01/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/01/19	RY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.70
08/01/19	SHMA	SA	Quality assurance review of ballot intake procedures and processing	Ballots	4.00
08/01/19	SLL	SA	Respond to creditor inquiries related to voting procedures	Call Center / Credit Inquiry	1.40
08/01/19	SMJ	SA	Record receipt and timeliness of incoming ballots	Ballots	2.20
08/01/19	STK	SA	Update master ballot database	Ballots	1.00
08/01/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	1.80
08/01/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	4.00
08/01/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	5.50
08/01/19	YBH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/02/19	ACC	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.80
08/02/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	1.60
08/02/19	ATO	SA	Quality assurance review of incoming ballots	Ballots	2.10
08/02/19	ATO	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	3.20
08/02/19	BAS	TC	Technical support for exporting ballot data	Ballots	0.20
08/02/19	BAS	TC	Technical support for processing ballots	Ballots	0.20
08/02/19	BATA	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/02/19	CG	TC	Technical support for processing electronically filed ballots	Ballots	1.40
08/02/19	CLL	SA	Review and analyze incoming ballots for validity	Ballots	1.10
08/02/19	CP	DS	Coordinate with Prime Clerk case team and N. Hwangpo (Weil) regarding tabulation issues and preliminary voting results	Solicitation	0.80
08/02/19	CP	DS	Monitor and quality assurance review of voting inquiries	Call Center / Credit Inquiry	0.40
08/02/19	DDS	SA	Quality assurance review of incoming ballots	Ballots	1.30
08/02/19	EDR	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/02/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/02/19	IHC	SA	Record receipt and timeliness of incoming ballots	Ballots	1.50
08/02/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	3.50
08/02/19	JPD	SA	Review and analyze incoming ballots for validity	Ballots	8.00

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08/02/19	KJA	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/02/19	KS	TC	Technical support for processing ballots	Ballots	3.90
08/02/19	MMB	SA	Quality assurance review of incoming ballots	Ballots	3.60
08/02/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	4.60
08/02/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	4.80
08/02/19	NAMG	SA	Record receipt and timeliness of incoming ballots	Ballots	6.00
08/02/19	NHE	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
08/02/19	PL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	4.80
08/02/19	PL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	2.40
08/02/19	PL	SA	Update master ballot tabulation database	Ballots	1.60
08/02/19	PL	SA	Respond to nominee inquiries related to solicitation	Call Center / Credit Inquiry	1.20
08/02/19	PL	SA	Quality assurance review of incoming ballots	Ballots	2.20
08/02/19	PL	SA	Review and analyze incoming ballots for validity	Ballots	1.80
08/02/19	RCH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/02/19	RFA	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/02/19	RJV	SA	Quality assurance review of incoming ballots	Ballots	0.50
08/02/19	RLI	TC	Technical support for processing ballots	Ballots	1.60
08/02/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.20
08/02/19	RY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	3.70
08/02/19	SHMA	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.30
08/02/19	SMJ	SA	Record receipt and timeliness of incoming ballots	Ballots	3.00
08/02/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	1.00
08/02/19	STK	SA	Quality assurance review of incoming ballots	Ballots	1.60
08/02/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	4.20
08/02/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	7.00
08/02/19	YBH	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/03/19	KS	TC	Technical support for processing ballots	Ballots	1.90
08/05/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	2.30
08/05/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	3.50
08/05/19	ATO	SA	Process incoming ballots	Ballots	1.80
08/05/19	ATO	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.40
08/05/19	BAS	TC	Technical support for updating ballot information	Ballots	0.20
08/05/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	1.70

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08/05/19	CG	TC	Technical support for processing electronically filed ballots	Ballots	0.80
08/05/19	CJ	DS	Coordinate staffing for ballot-processing and conducting quality assurance review	Solicitation	0.40
08/05/19	CJ	DS	Coordinate processing and conducting quality assurance review of GUC ballots	Solicitation	0.40
08/05/19	CJ	DS	Coordinate and perform quality assurance review of tabulation of master ballots	Solicitation	0.80
08/05/19	CJ	DS	Prepare for, participate in, and conduct follow up call with P. Van Groll (WGM) re PBGC voting	Solicitation	0.40
08/05/19	CJ	DS	Prepare for, participate in, and conduct follow up on communications with N. Hwangpo (WGM) re tabulation questions	Solicitation	0.30
08/05/19	CJ	DS	Prepare for, participate in, and conduct follow up on e-mail from P. DiDonato (WGM) re landlord objection to confirmation and claim of non-receipt of ballots	Solicitation	0.40
08/05/19	CJ	DS	Revise and send PBGC ballot for casting vote against all debtors	Solicitation	0.80
08/05/19	CP	DS	Review emails between Weil team (P. Van Groll, N. Hwangpo) and Prime Clerk team regarding vote declaration and related tabulation issues	Solicitation	0.30
08/05/19	DDS	SA	Quality assurance review of incoming ballots	Ballots	1.20
08/05/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/05/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	2.80
08/05/19	KS	TC	Technical support for processing ballots	Ballots	1.90
08/05/19	MLC	SA	Quality assurance review of incoming ballots	Ballots	1.60
08/05/19	MLC	SA	Review and analyze incoming ballots for validity	Ballots	2.40
08/05/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.40
08/05/19	MMB	SA	Respond to creditor inquiries related to Plan distributions	Call Center / Credit Inquiry	0.30
08/05/19	MMB	SA	Review correspondence with case team (C. Johnson, P. Labissiere, S. Kesler) and Debtors' counsel (P. Van Groll, N. Hwangpo, P. DiDonato, A. Hwang at Weil, Gotshal) related to vote tabulation and voting results	Solicitation	0.70
08/05/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	3.20
08/05/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	3.90
08/05/19	NAMG	SA	Record receipt and timeliness of incoming ballots	Ballots	0.40
08/05/19	OC	TC	Technical support for processing electronically filed ballots	Ballots	1.10
08/05/19	PL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.70
08/05/19	PL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	4.70
08/05/19	PL	SA	Respond to nominee inquiries related to solicitation	Call Center /	0.90

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				Credit Inquiry	
08/05/19	PL	SA	Quality assurance review of incoming ballots	Ballots	2.40
08/05/19	PL	SA	Update master ballot tabulation database	Ballots	2.10
08/05/19	PL	SA	Process incoming master ballots	Ballots	3.70
08/05/19	RLI	TC	Technical support for processing ballots	Ballots	2.40
08/05/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/05/19	RY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.90
08/05/19	SMJ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.10
08/05/19	STK	SA	Process incoming master ballot forms	Ballots	2.70
08/05/19	STK	SA	Update master ballot tabulation database	Ballots	8.70
08/05/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	1.50
08/05/19	STK	SA	Quality assurance review of incoming ballots	Ballots	2.20
08/05/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.60
08/06/19	ACC	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.90
08/06/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	1.10
08/06/19	AMC	SA	Record receipt and timeliness of incoming ballots	Ballots	4.20
08/06/19	ATO	SA	Process incoming ballots	Ballots	0.40
08/06/19	ATO	SA	Update solicitation team task tracker	Solicitation	0.10
08/06/19	BAS	TC	Technical support for processing ballots	Ballots	0.60
08/06/19	BATA	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/06/19	CJ	DS	Draft and submit e-mail to WGM Team for guidance on tabulation issues	Solicitation	0.40
08/06/19	CJ	DS	Quality assurance review of ballot tabulation	Solicitation	0.60
08/06/19	CJ	DS	Review organization chart for answers to tabulation questions	Solicitation	0.30
08/06/19	CJ	DS	Coordinate and perform quality assurance review of tabulation of votes	Solicitation	1.10
08/06/19	CLL	SA	Quality assurance review of incoming ballots	Ballots	4.50
08/06/19	CP	DS	Coordinate with Prime Clerk case team (P. Labissiere, C. Johnson) regarding ballots of ESL parties (.1); review emails between Prime Clerk case team and Weil (N. Hwangpo) regarding certain ballots and tabulation issues (.3)	Solicitation	0.40
08/06/19	DDS	SA	Quality assurance review of incoming ballots	Ballots	2.30
08/06/19	EDR	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/06/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	5.70
08/06/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	2.30
08/06/19	JPD	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/06/19	JWY	SA	Quality assurance review of ballot intake procedures and	Ballots	5.50

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			processing		
08/06/19	KS	TC	Technical support for processing ballots	Ballots	1.60
08/06/19	MMB	SA	Quality assurance review of incoming ballots	Ballots	2.30
08/06/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.60
08/06/19	MMB	SA	Respond to creditor inquiries related to Plan distributions	Call Center / Credit Inquiry	0.70
08/06/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	2.80
08/06/19	OC	TC	Technical support for updating ballot information	Ballots	2.20
08/06/19	PL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.80
08/06/19	PL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	2.50
08/06/19	PL	SA	Respond to nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.90
08/06/19	PL	SA	Quality assurance review of incoming ballots	Ballots	2.90
08/06/19	PL	SA	Update master ballot tabulation database	Ballots	2.40
08/06/19	RAR	TC	Technical support for updating ballot information	Ballots	1.20
08/06/19	RFA	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/06/19	RJV	SA	Quality assurance review of incoming ballots	Ballots	1.00
08/06/19	RLI	TC	Technical support for processing ballots	Ballots	2.40
08/06/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/06/19	SHMA	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.50
08/06/19	STK	SA	Quality assurance review of incoming ballots	Ballots	1.10
08/06/19	STK	SA	Process incoming master ballot forms	Ballots	4.20
08/06/19	STK	SA	Update master ballot database	Ballots	2.80
08/06/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	1.70
08/06/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.70
08/06/19	YBH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/07/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.60
08/07/19	AMC	SA	Record receipt and timeliness of incoming ballots	Ballots	3.30
08/07/19	BAS	TC	Technical support for processing ballots	Ballots	0.20
08/07/19	BATA	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/07/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	0.70
08/07/19	CJ	DS	Analyze debt relationships in connection with tabulation and prepare and circulate chart of same to N. Hwangpo at Weil	Solicitation	1.60
08/07/19	CJ	DS	Compile claim information and present calculation to WGM for tabulating the votes of holders of second lien debt claims across class 2 and class 4	Solicitation	0.80
08/07/19	CJ	DS	Coordinate the tabulation of master ballots submitted by	Solicitation	0.80

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			nominees and agents		
08/07/19	CJ	DS	Prepare for, participate in, and conduct follow-up call with P. DiDonato (WGM) re outstanding tabulation issues	Solicitation	0.50
08/07/19	CJ	DS	Review and analyze organization chart to determine tabulation protocol	Solicitation	0.70
08/07/19	CJ	DS	Review and revise draft voting certification	Solicitation	0.60
08/07/19	CJ	DS	Review pleadings filed that affect tabulation to ensure reflected in voting results	Solicitation	1.10
08/07/19	DS	DS	Review and quality control voting results	Solicitation	0.30
08/07/19	EDR	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/07/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	6.10
08/07/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	4.80
08/07/19	JPD	SA	Review and analyze incoming ballots for validity	Ballots	5.50
08/07/19	KS	TC	Technical support for processing ballots	Ballots	0.70
08/07/19	MLC	SA	Review and analyze incoming ballots for validity	Ballots	0.20
08/07/19	MMB	SA	Quality assurance review of incoming ballots	Ballots	1.70
08/07/19	MMB	SA	Confer and coordinate with case team (C. Johnson) re tabulation (.1) and quality assurance review of tabulation organizational chart (1.1)	Disbursements	1.20
08/07/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	1.80
08/07/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.50
08/07/19	OC	TC	Technical support for updating ballot information	Ballots	1.20
08/07/19	PL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.20
08/07/19	PL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	2.50
08/07/19	PL	SA	Update master ballot tabulation database	Ballots	1.60
08/07/19	PL	SA	Quality assurance review of incoming ballots	Ballots	3.70
08/07/19	PL	SA	Process incoming master ballots	Ballots	1.50
08/07/19	RFA	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/07/19	RLI	TC	Technical support for processing ballots	Ballots	0.60
08/07/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/07/19	STK	SA	Quality assurance review of incoming ballots	Ballots	1.50
08/07/19	STK	SA	Process incoming master ballot forms	Ballots	4.70
08/07/19	STK	SA	Update master ballot database	Ballots	3.00
08/07/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	0.60
08/07/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.70
08/07/19	YBH	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/08/19	ACC	SA	Quality assurance review of ballot intake procedures and	Ballots	0.60

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			processing		
08/08/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.60
08/08/19	BAS	TC	Technical support for updating ballot information	Ballots	0.20
08/08/19	BATA	SA	Review and analyze incoming ballots for validity	Ballots	8.40
08/08/19	CG	TC	Technical support for updating ballot information	Ballots	0.60
08/08/19	CJ	DS	Conduct insider vote analysis	Solicitation	0.20
08/08/19	CJ	DS	Follow up with N. Weber (M-III) on the proper formula for tabulating second lien debt votes across classes 2 and 4	Solicitation	0.30
08/08/19	CJ	DS	Follow up with WGM team on question re: notes and loan issuers and guarantors for tabulation purposes	Solicitation	0.40
08/08/19	CJ	DS	Prepare for, participate in, and conduct follow-up on communications with N. Hwangpo (WGM) re ballots	Solicitation	0.20
08/08/19	CJ	DS	Coordinate tabulation of nominee master ballots	Solicitation	0.70
08/08/19	CMKK	SA	Process incoming ballot	Ballots	0.60
08/08/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/08/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	3.60
08/08/19	JPD	SA	Review and analyze incoming ballots for validity	Ballots	9.30
08/08/19	KS	TC	Technical support for processing ballots	Ballots	2.10
08/08/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	1.40
08/08/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.60
08/08/19	PL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	2.90
08/08/19	PL	SA	Update master ballot tabulation database	Ballots	2.60
08/08/19	PL	SA	Quality assurance review of incoming ballots	Ballots	3.40
08/08/19	RFA	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/08/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/08/19	STK	SA	Quality assurance review of incoming ballots	Ballots	1.20
08/08/19	STK	SA	Process incoming master ballot forms	Ballots	3.80
08/08/19	STK	SA	Update master ballot database	Ballots	5.10
08/08/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	1.30
08/08/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	0.40
08/08/19	YBH	SA	Review and analyze incoming ballots for validity	Ballots	8.10
08/09/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
08/09/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.20
08/09/19	CJ	DS	Coordinate master ballot tabulation and preparation of final voting report to meet the deadline to submit voting certification	Solicitation	4.70
08/09/19	CJ	DS	Prepare for, participate in, and conduct follow up call with P. Labisierre and S. Kesler (Prime Clerk) and P. DiDonato	Solicitation	0.60

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			(WGM) re potential adjournment of confirmation hearing		
08/09/19	DDS	SA	Quality assurance review of incoming ballots	Ballots	0.50
08/09/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.80
08/09/19	KS	TC	Technical support for processing ballots	Ballots	0.90
08/09/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.80
08/09/19	PL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.90
08/09/19	PL	SA	Confer and coordinate with case team (C. Johnson) re solicitation	Solicitation	1.50
08/09/19	PL	SA	Update master ballot tabulation database	Ballots	2.40
08/09/19	PL	SA	Quality assurance review of incoming ballots	Ballots	1.50
08/09/19	RLI	TC	Technical support for processing ballots	Ballots	1.20
08/09/19	STK	SA	Quality assurance review of incoming ballots	Ballots	0.50
08/09/19	STK	SA	Process incoming master ballot forms	Ballots	2.70
08/09/19	STK	SA	Update master ballot tabulation database	Ballots	3.70
08/09/19	STK	SA	Confer and coordinate with case team (C. Johnson) re solicitation	Solicitation	1.50
08/12/19	ACC	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.50
08/12/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	1.80
08/12/19	AMC	SA	Record receipt and timeliness of incoming ballots	Ballots	0.70
08/12/19	ATO	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.50
08/12/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	1.20
08/12/19	CJ	DS	Prepare list of outstanding tabulation questions for WGM	Solicitation	0.40
08/12/19	CJ	DS	Conduct quality assurance review of tabulation	Solicitation	0.60
08/12/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.30
08/12/19	JJB	SA	Process incoming ballots	Ballots	0.80
08/12/19	JWY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	3.00
08/12/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.60
08/12/19	MMB	SA	Review correspondence with case team (C. Johnson, A. Orchowski, P. Labissiere), Debtors' counsel (N. Hwangpo, P. DiDonato at Weil, Gotshal), and creditors related to ongoing solicitation	Solicitation	0.70
08/12/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	2.50
08/12/19	MMS	SA	Record receipt and timeliness of incoming ballots	Ballots	1.10
08/12/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.90

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08/12/19	RJV	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.50
08/12/19	RY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	2.30
08/13/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.50
08/13/19	ATO	SA	Update solicitation team task tracker	Solicitation	0.10
08/13/19	ATO	SA	Confer and coordinate with case team re solicitation	Solicitation	0.40
08/13/19	CJ	DS	Draft and send e-mail to P. DiDonato (Weil Gotshal) with outstanding tabulation questions	Solicitation	0.30
08/13/19	CJ	DS	Prepare for, participate in, and conduct follow-up call with P. DiDonato (Weil Gotshal) and P. Labisierre and S. Kesler (Prime Clerk) to discuss outstanding tabulation questions	Solicitation	0.40
08/13/19	CJ	DS	Prepare for, participate in, and conduct follow-up communications with D. Klein (Broadridge) re master ballot in face of new voting deadline	Solicitation	0.30
08/13/19	DDS	SA	Quality assurance review of incoming ballots	Ballots	0.30
08/13/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.50
08/13/19	JWY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.50
08/13/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.80
08/13/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	1.60
08/13/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	2.30
08/13/19	RJV	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.30
08/13/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.60
08/13/19	SW	DI	Draft Prime Clerk supplemental declaration	Retention / Fee Application	1.20
08/14/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.30
08/14/19	ATO	SA	Prepare for and participate in solicitation team meeting	Solicitation	0.10
08/14/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	0.50
08/14/19	JWY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.50
08/14/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.60
08/14/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
08/14/19	SKW	CO	Review and file interim fee application	Retention / Fee Application	0.40
08/14/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.40
08/14/19	SW	DI	Finalize interim fee application	Retention / Fee Application	0.30

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08/15/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.40
08/15/19	AMC	SA	Record receipt and timeliness of incoming ballots	Ballots	1.30
08/15/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	0.40
08/15/19	CJ	DS	Follow up with P. DiDonato (WGM) on tabulation issues	Solicitation	0.30
08/15/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	0.50
08/15/19	JJB	SA	Process incoming ballots	Ballots	2.90
08/15/19	JWY	SA	Quality assurance review of incoming ballots	Ballots	1.00
08/15/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.40
08/15/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	1.10
08/15/19	SMJ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
08/15/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	0.80
08/16/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	0.20
08/16/19	ATO	SA	Confer and coordinate with case team re solicitation	Solicitation	0.20
08/16/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.40
08/16/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	2.80
08/16/19	JWY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.50
08/16/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	2.00
08/16/19	RY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.90
08/16/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	0.80
08/19/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.40
08/19/19	CJ	DS	Follow up with A. Hwang (WGM) on tabulation questions	Solicitation	0.20
08/19/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.80
08/19/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.60
08/19/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	1.80
08/19/19	RJV	SA	Respond to nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.50
08/19/19	RLI	TC	Technical support for processing ballots	Ballots	0.60
08/19/19	STK	SA	Review and respond to inquiry from Paloma Van Groll at Kirkland related to solicitation	Solicitation	0.50
08/19/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	0.20
08/20/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.20
08/20/19	CJ	DS	Coordinate staffing for ballot processing	Solicitation	0.30

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08/20/19	CJ	DS	Prepare for and participate in meeting with S. Kesler (Prime Clerk) to discuss responses to tabulation questions	Call Center / Credit Inquiry	0.20
08/20/19	JJB	SA	Process incoming ballots	Ballots	4.20
08/20/19	JWY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	2.00
08/20/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.40
08/20/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.00
08/21/19	AMC	SA	Record receipt and timeliness of incoming ballots	Ballots	0.70
08/21/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	0.20
08/21/19	CJ	DS	Coordinate the processing of ballots (and staffing relating thereto)	Solicitation	0.40
08/21/19	CP	DS	Coordinate with G. DePalma, C. Johnson (Prime Clerk) regarding processing of incoming ballot issues	Ballots	0.20
08/21/19	JJB	SA	Process incoming ballots	Ballots	2.90
08/21/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.40
08/21/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.40
08/21/19	NAMG	SA	Record receipt and timeliness of incoming ballots	Ballots	0.50
08/21/19	SMJ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.40
08/21/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.00
08/22/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.20
08/22/19	ATO	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.50
08/22/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	0.40
08/22/19	CJ	DS	Coordinate and perform quality assurance review of ballot-processing	Ballots	0.40
08/22/19	GRD	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/22/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.00
08/22/19	JJB	SA	Process incoming ballots	Ballots	2.90
08/22/19	JWY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.50
08/22/19	MMB	SA	Respond to creditor inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.60
08/22/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	1.10
08/22/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	0.80
08/23/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	2.20
08/23/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	0.20
08/23/19	CJ	DS	Coordinate the processing of ballots and the quality	Ballots	0.60

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			assurance review thereof		
08/23/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	2.70
08/23/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.00
08/23/19	MMB	SA	Respond to nominee inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.40
08/23/19	MMB	SA	Review correspondence with case team (C. Johnson, S. Kesler) related to plan vote	Solicitation	0.20
08/23/19	MMD	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.40
08/23/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.80
08/23/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.90
08/23/19	MPW	SA	Review and analyze incoming ballots for validity	Ballots	1.20
08/23/19	RY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.50
08/23/19	STK	SA	Quality assurance review of incoming ballots	Ballots	1.90
08/23/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.10
08/26/19	BATA	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/26/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	0.30
08/26/19	CJ	DS	Review draft voting results and draft text of e-mail to WGM to accompany draft voting results	Solicitation	0.40
08/26/19	CJ	DS	Coordinate staffing of balloting processing and quality assurance review	Solicitation	0.30
08/26/19	CP	DS	Coordinate with C. Johnson (Prime Clerk) regarding update for Weil on solicitation information requests	Solicitation	0.10
08/26/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.60
08/26/19	KS	TC	Technical support for processing ballots	Ballots	1.30
08/26/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
08/26/19	RFA	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/26/19	RJV	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.50
08/26/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/26/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	4.80
08/26/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	2.00
08/26/19	STK	SA	Update master ballot database	Ballots	4.20
08/27/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.40
08/27/19	AMA	DI	Confer with B. Bishop re upcoming voting deadline and ballot processing logistics	Solicitation	0.10
08/27/19	BATA	SA	Quality assurance review of incoming ballots	Ballots	8.00

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08/27/19	CJ	DS	Quality assurance review of processing of ballots	Ballots	0.30
08/27/19	CJ	DS	Review interim voting results	Solicitation	0.40
08/27/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	1.10
08/27/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.70
08/27/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	1.80
08/27/19	RFA	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/27/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/27/19	STK	SA	Update master ballot database	Ballots	2.10
08/28/19	ACC	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.20
08/28/19	BATA	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/28/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	0.20
08/28/19	CJ	DS	Coordinate tabulation of ballots and quality assurance of the tabulation	Solicitation	0.40
08/28/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.60
08/28/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.50
08/28/19	MLC	SA	Quality assurance review of incoming ballots	Ballots	4.80
08/28/19	MLC	SA	Review and analyze incoming ballots for validity	Ballots	0.30
08/28/19	MMB	SA	Quality assurance review of incoming ballots	Ballots	0.40
08/28/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.80
08/28/19	MMS	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.30
08/28/19	RFA	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/28/19	RJV	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.50
08/28/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/28/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.20
08/28/19	STK	SA	Update master ballot database	Ballots	1.20
08/29/19	ATO	SA	Confer and coordinate with case team (S. Kesler, C. Liu, R. Vyskicol) re solicitation	Solicitation	1.40
08/29/19	BATA	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/29/19	CJ	DS	Prepare for, participate in, and conduct follow-up on call with S. Kesler (Prime Clerk) and P. Van Groll (Weil) on format for reporting voting results	Ballots	0.60
08/29/19	CJ	DS	Prepare for, participate in, and conduct follow-up on meeting with S. Kesler, A. Orchowski, R. Vyskicol, and C. Liu (Prime Clerk) to coordinate tabulation and quality assurance review of incoming ballots	Ballots	1.10
08/29/19	CJ	DS	Review tabulation rules and coordinate the quality assurance review of voting results	Solicitation	1.10

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08/29/19	CLL	SA	Prepare for, participate in, and conduct follow-up on meeting with S. Kesler, A. Orchowski, R. Vyskocil (Prime Clerk) to coordinate tabulation and quality assurance review of incoming ballots	Ballots	1.60
08/29/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.60
08/29/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.10
08/29/19	JWY	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.50
08/29/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.80
08/29/19	RFA	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/29/19	RJV	SA	Prepare for, participate in, and conduct follow-up on meeting with S. Kesler, A. Orchowski, and C. Liu (Prime Clerk) to coordinate tabulation and quality assurance review of incoming ballots	Ballots	1.50
08/29/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/29/19	STK	SA	Prepare for, participate in, and conduct follow-up on call with C. Johnson (Prime Clerk) and P. Van Groll (Weil) on format for reporting voting results	Solicitation	0.60
08/29/19	STK	SA	Prepare for, participate in, and conduct follow-up on meeting with C. Johnson, A. Orchowski, R. Vyskocil, and C. Liu (Prime Clerk) to coordinate tabulation and quality assurance review of incoming ballots	Ballots	1.40
08/29/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	2.30
08/29/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	2.70
08/29/19	STK	SA	Update master ballot database	Ballots	2.60
08/29/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	0.70
08/30/19	ACJ	DI	Review and file monthly fee statement	Retention / Fee Application	0.20
08/30/19	AMA	DI	Review and revise monthly fee statement	Retention / Fee Application	0.30
08/30/19	BATA	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/30/19	BNB	DI	Quality assurance review of incoming ballots	Ballots	0.30
08/30/19	CJ	DS	Conduct quality assurance review of master ballot tabulation	Solicitation	2.20
08/30/19	CJ	DS	Coordinate staffing for the processing and quality-assurance review of ballots	Ballots	0.40
08/30/19	CLL	SA	Review and analyze incoming ballots for validity	Ballots	1.80
08/30/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/30/19	JBZ	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.50
08/30/19	JJB	SA	Quality assurance review of ballot intake procedures and processing	Ballots	1.60

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08/30/19	KS	TC	Technical support for processing ballots	Ballots	0.90
08/30/19	MMB	SA	Respond to nominee inquiries related to Plan solicitation	Call Center / Credit Inquiry	0.60
08/30/19	MMD	SA	Quality assurance review of ballot intake procedures and processing	Ballots	0.80
08/30/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.80
08/30/19	MPW	SA	Review and analyze incoming ballots for validity	Ballots	0.40
08/30/19	RFA	SA	Quality assurance review of incoming ballots	Ballots	8.00
08/30/19	RSH	SA	Review and analyze incoming ballots for validity	Ballots	8.00
08/30/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	0.80
08/30/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.30
08/30/19	STK	SA	Update master ballot database	Ballots	1.80
08/30/19	STK	SA	Respond to creditor and nominee inquiries related to ongoing solicitation	Call Center / Credit Inquiry	0.40
<b>Total Hours</b>					<b>1025.50</b>

### Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
After Hours Transportation			\$1,737.52
Overtime Meals			\$423.24
<b>Total Expenses</b>			<b>\$2,160.76</b>

**Exhibit B**

**Detail of Expenses Incurred by Prime Clerk Employees During the Statement Period**

<b>Employee Name</b>	<b>Date</b>	<b>Expense Type</b>	<b>Amount</b>
Kaufman, Craig	7/29/2019	Overtime Meal	\$20.00
Kesler, Stanislav	7/29/2019	After Hours Transportation	\$70.00
Kesler, Stanislav	7/29/2019	Overtime Meal	\$20.00
Labissiere, Pierre	7/29/2019	After Hours Transportation	\$89.35
Labissiere, Pierre	7/29/2019	Overtime Meal	\$20.00
Kesler, Stanislav	7/30/2019	After Hours Transportation	\$76.82
Kesler, Stanislav	7/30/2019	Overtime Meal	\$20.00
Labissiere, Pierre	7/30/2019	After Hours Transportation	\$65.53
Labissiere, Pierre	7/30/2019	Overtime Meal	\$20.00
Brown, Mark	7/31/2019	Overtime Meal	\$20.00
Depalma, Gregory R.	7/31/2019	After Hours Transportation	\$130.70
Grant, Nikeisha	7/31/2019	Overtime Meal	\$16.61
Kesler, Stanislav	7/31/2019	Overtime Meal	\$20.00
Labissiere, Pierre	7/31/2019	After Hours Transportation	\$59.28
Labissiere, Pierre	7/31/2019	Overtime Meal	\$20.00
Kesler, Stanislav	8/1/2019	After Hours Transportation	\$70.00
Kesler, Stanislav	8/1/2019	Overtime Meal	\$20.00
Labissiere, Pierre	8/1/2019	After Hours Transportation	\$48.62
Labissiere, Pierre	8/1/2019	After Hours Transportation	\$26.34
Labissiere, Pierre	8/1/2019	Overtime Meal	\$20.00
Grant, Nikeisha	8/2/2019	After Hours Transportation	\$77.52
Grant, Nikeisha	8/2/2019	Overtime Meal	\$20.00
Kesler, Stanislav	8/2/2019	After Hours Transportation	\$76.82
Kesler, Stanislav	8/2/2019	Overtime Meal	\$20.00
Labissiere, Pierre	8/2/2019	After Hours Transportation	\$31.24
Labissiere, Pierre	8/2/2019	After Hours Transportation	\$89.35
Labissiere, Pierre	8/2/2019	Overtime Meal	\$20.00
Orchowski, Alex	8/2/2019	After Hours Transportation	\$65.53
Kesler, Stanislav	8/5/2019	Overtime Meal	\$20.00
Labissiere, Pierre	8/5/2019	Overtime Meal	\$20.00
Kesler, Stanislav	8/6/2019	After Hours Transportation	\$70.00
Kesler, Stanislav	8/6/2019	After Hours Transportation	\$69.30
Labissiere, Pierre	8/6/2019	After Hours Transportation	\$89.35
Labissiere, Pierre	8/6/2019	After Hours Transportation	\$89.35
Labissiere, Pierre	8/6/2019	Overtime Meal	\$20.00
Liu, Calvin	8/6/2019	After Hours Transportation	\$76.82
Liu, Calvin	8/6/2019	Overtime Meal	\$20.00
Kesler, Stanislav	8/7/2019	Overtime Meal	\$20.00

Labissiere, Pierre	8/7/2019	After Hours Transportation	\$89.35
Depalma, Gregory R.	8/8/2019	After Hours Transportation	\$130.70
Kesler, Stanislav	8/8/2019	After Hours Transportation	\$63.02
Kesler, Stanislav	8/8/2019	Overtime Meal	\$20.00
Labissiere, Pierre	8/8/2019	After Hours Transportation	\$82.53
Labissiere, Pierre	8/8/2019	Overtime Meal	\$20.00
Johnson, Craig	8/9/2019	Overtime Meal	\$6.63
<b>TOTAL</b>			<b>\$2,160.76</b>